

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ERNEST GOTTDIENER,

Plaintiff,

v.

WILLIAM S. FRIEDMAN, ROBERT P.
ROTHENBERG, WILLIE K. DAVIS, LANCE
LIEBMAN, LAWRENCE G. SCHAFRAN,
RAYMOND V.J. SCHRAG, CARL B.
WEISBROD, RICHARD S. FRARY, MARTHA
E. STARK, ROBERT C. ROHDIE and ERIN D.
PICKENS,

Defendants.
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Case No. 07 Civ 9436 (PKC)

**STIPULATION AND
~~PROPOSED~~ ORDER**

IT IS HEREBY STIPULATED AND AGREED by and between the
undersigned attorneys for the respective parties as follows:

1. Plaintiff shall be permitted to effect service of the complaint in this matter by serving one copy of the Complaint upon undersigned counsel for defendants. Such service upon defendants' counsel shall constitute effective service upon all defendants.

2. Defendants shall not be required to answer or otherwise respond to plaintiff's complaint until 45 days after the later of: (i) receipt of service of a consolidated complaint in the securities class action cases against Tarragon Corporation that are currently before this Court, *i.e.*, *Judelson v. Tarragon Corporation et al.*, Case No. 07 Civ 7972 (PKC), *Berger v.*

Tarragon Corporation et al., Case No. 07 Civ 8689 (PKC), and *Nelson v. Tarragon Corporation et al.*, Case No. 07 Civ 8438 (PKC) (collectively referred to herein as “the Tarragon Securities Class Action”); or (ii) the filing and service of an amended complaint in this action.

3. If a consolidated complaint in the Tarragon Securities Class Action is not served by April 1, 2008, defendants in this action shall not be required to answer or otherwise respond to the complaint until the later of: (i) 45 days after an amended complaint is filed and served in this action; or (ii) May 15, 2008.

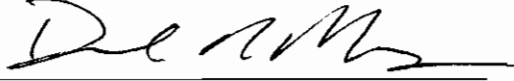
4. The parties agree that discovery in this action will commence with and be coordinated with discovery in the Tarragon Securities Class Action.

By executing this Stipulation, the parties have not waived and expressly retain all claims, defenses and arguments, whether procedural substantive or otherwise. This Order is entered without prejudice to the rights of any party to apply for a modification of this Order for good cause, including, but not limited to, the obtaining of discovery in any related derivative action. This Order is also entered without prejudice to the rights of any party to oppose any application for modification of this Order made by any other party.

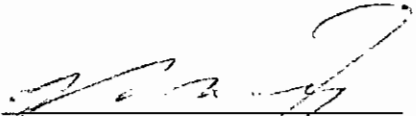
STIPULATED AND AGREED:

Dated: New York, New York
December 4, 2007

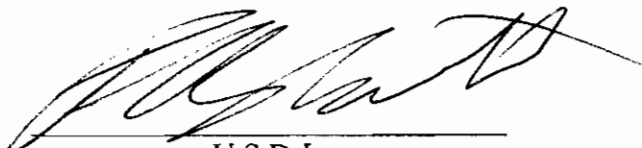
CURTIS, MALLET-PREVOST, COLT &
MOSLE LLP

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*Attorneys for Plaintiff Ernest
Gottdiener*

SO ORDERED:



U.S.D.J.
12-05-07